

IN THE MATTER OF:

<b>BORALEX FORT FAIRFIELD INC.'S )</b>	<b>LICENSE</b>
<b>Conversion to BORALEX FORT FAIRFIELD )</b>	<b>TRANSFERS</b>
<b>LP )</b>	
<b>A-181-70-F-T )</b>	<b>(Site Location of Development; Waste</b>
	<b>Discharge; Solid Waste; Air)</b>

Pursuant to Maine's *Site Location of Development law*, 38 M.R.S.A. §§ 481–490; Waste Discharge Licenses law, 38 M.R.S.A. § 413; Protection and Improvement of Air laws, 38 M.R.S.A. §§ 581–610-A, and Hazardous Waste, Septage and Solid Waste Management Act, 38 M.R.S.A. §§ 1301–1319-Y, Maine Department of Environmental Protection ("Maine DEP") regulations promulgated pursuant to these laws; and *Rules Concerning the Processing of Applications and Other Administrative Matters*, 06-096 CMR 2 (effective April 1, 2003), the Maine DEP has considered the application of Boralex Fort Fairfield Inc. and Boralex Fort Fairfield LP with its supportive data, agency review comments, and other related materials on file and FINDS THE FOLLOWING FACTS:

**1. APPLICATION SUMMARY**

**A. Application. Boralex Fort Fairfield Inc.** submitted an application to Maine DEP for the transfer of licenses. The application sought to transfer to **Boralex Fort Fairfield LP** all active Maine DEP *licenses*, as defined in 06-096 CMR 2.1(J), any modifications, condition compliance orders, all other approvals, and all applications pending in the name of Boralex Fort Fairfield Inc. relating its wood-fired electric generating plant ("facility"). A schedule of permits and applications that were the subject of that application, and this Department Order, is set forth in Appendix A. Maine DEP accepted Boralex Fort Fairfield Inc.'s license transfer application as complete for processing on 10/25/06.

**B. History**

- (1) The Transaction.** Boralex Fort Fairfield Inc. proposes to execute a Certificate of Conversion, converting from a corporation to a limited partnership, thus transferring all of Boralex Fort Fairfield Inc.'s wholly owned assets located in Maine to Boralex Fort Fairfield LP.
- (2) Operations.** Boralex Fort Fairfield Inc.'s operations include a wood-fired electric generating plant located at Cheney Grove Road, Fort Fairfield, Maine 04742.

**DEPARTMENT ORDER  
IN THE MATTER OF:**

**Boralex Fort Fairfield Inc.'s conversion to Boralex Fort Fairfield LP**

**) License Transfers**

**2. TRANSFER REQUIREMENTS**

The following information regarding Boralex Fort Fairfield Inc. and Boralex Fort Fairfield LP was submitted in support of the transfer application:

**A. Full Name and Address.** The full name and address of the new owner is:

Boralex Fort Fairfield LP  
Cheney Grove Road, PO Box 430  
Fort Fairfield, Maine 04742

**B. Certification.** Boralex Fort Fairfield LP certifies that there will be no increase in air emissions beyond that provided for in the existing licenses, either in quantity or type.

**C. Title, Right, or Interest.** Boralex Fort Fairfield Inc. submitted copies of a Certificate of Conversion to be executed at the time of the transaction, and Certificate of Limited Partnership, to be filed by Sylvain Aird, Secretary, Boralex Fort Fairfield Inc. just prior to the transaction. Based on the information submitted, the parties have provided sufficient evidence of title, right, or interest in the facility to allow the transfer to Boralex Fort Fairfield LP of the facility's licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, and pending applications.

**D. Financial Capacity and Intent.** Boralex Fort Fairfield Inc. submitted the audited financial statement of Boralex Inc., the parent company of Boralex Fort Fairfield Inc. and Boralex Fort Fairfield LP, documenting Boralex Fort Fairfield LP's financial ability through Boralex, Inc. to comply with the all conditions of applicable Maine DEP licenses and satisfy all applicable statutory criteria. The statement provides that Boralex Fort Fairfield Inc. is a subsidiary of Boralex Inc., and that Boralex Fort Fairfield LP will be a subsidiary of Boralex Inc. The statement further provides that as of December 31, 2005 the net worth of Boralex Inc. was \$429 M (Canadian). Based on the information submitted, Boralex Inc. has demonstrated sufficient financial capacity and intent to assure compliance with all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, pending applications, as well as any statutory and regulatory criteria applicable to the facilities.

**E. Technical Capacity and Intent.** Boralex Fort Fairfield Inc. has been operating the facility and advises that there will be no changes in operating personnel. Boralex Fort Fairfield Inc. submitted resumes of employees responsible for environmental compliance which satisfactorily document their technical ability to operate the facility in accordance with applicable laws, regulations, and license and permit conditions. The Facility's regulatory history with the Maine DEP demonstrates that the environmental personnel are competent to properly manage the Facility. The information submitted in the application provides sufficient evidence that Boralex Fort Fairfield LP has the technical capacity and

**DEPARTMENT ORDER  
IN THE MATTER OF:**

**Boralex Fort Fairfield Inc.'s conversion to Boralex Fort Fairfield LP**

**) License Transfers**

intent to comply with all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, pending applications, and any statutory and regulatory criteria applicable to the facility.

BASED ON THE ABOVE FINDINGS OF FACT, the Maine DEP CONCLUDES that Boralex Fort Fairfield LP has demonstrated the technical and financial capacity and intent to comply with the conditions of all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders and pending applications associated with the facilities described in this Order's findings, including specifically those licenses and applications listed in Appendix A, and to satisfy all applicable statutory and regulatory criteria.

THEREFORE the Maine DEP APPROVES the application of Boralex Fort Fairfield LP

DONE AND DATED AT AUGUSTA, MAINE THIS \_\_\_\_\_ DAY OF JANUARY 2007.

DEPARTMENT OF ENVIRONMENTAL PROTECTION

By: \_\_\_\_\_  
David P. Littell, Commissioner

**PLEASE NOTE ATTACHED SHEET FOR GUIDANCE ON APPEAL PROCEDURES**

Date of initial receipt of application: October 24, 2006

Date application accepted for processing: October 25, 2006

Date filed with the Board of Environmental Protection:

This order written by Malcolm C. Burson, Office of the Commissioner

**DEPARTMENT ORDER  
IN THE MATTER OF:**

Boralex Fort Fairfield Inc.'s conversion to Boralex Fort Fairfield LP

) License Transfers

**APPENDIX A: CURRENT LICENSES AND APPLICATIONS**

<b>AIR QUALITY ORDERS</b>		
<b>NUMBER</b>	<b>DESCRIPTION</b>	<b>APPROVED</b>
<b>AIR EMISSIONS LICENSES:</b>		
A-181-70-B-M	INITIAL PART 70 LICENSE	7/19/02

<b>WASTE DISCHARGE ORDERS</b>		
<b>NUMBER</b>	<b>DESCRIPTION</b>	<b>APPROVED</b>
<b>WASTE DISCHARGE LICENSES:</b>		
W-007365-5S-D-R	138,000 GPD MISCELLANEOUS PROCESS/STORMWATER	6/16/06
ME 0023329	MISCELLANEOUS PROCESS STORMWATER	6/16/06

<b>LAND ORDERS</b>		
<b>NUMBER</b>	<b>DESCRIPTION</b>	<b>APPROVED</b>
<b>LAND DEVELOPMENT LICENSES:</b>		
L-010784-24-A-N	SITE LOCATION OF DEVELOPMENT	5/22/85
Note: Any and all subsequent amendments, modifications, etc., are incorporated here by reference.		

<b>SOLID WASTE ORDERS</b>		
<b>NUMBER</b>	<b>DESCRIPTION</b>	<b>APPROVED</b>
S-020091-SE-B-R	RESIDUALS UTILIZATION PROGRAM LICENSE	1/22/98
S-020091-SD-F-M	MINOR MODIFICATION	pending
S-021310-SK-A-P	PERMIT-BY-RULE, GILES MICHAUD SITE, FT. FAIRFIELD	7/28/94
S-021310-SK-B-P	PERMIT-BY-RULE, GILES MICHAUD (LAVOIE SITE), FT. FAIRFIELD	10/6/98
S-021326-SK-A-P	PERMIT-BY-RULE, RONALD MOIR SITE, WOODLAND & CARIBOU	7/28/94
S-021326-SK-B-P	PERMIT-BY-RULE, RONALD MOIR SITES, CARIBOU	4/15/98
S-021751-SK-A-P	PERMIT-BY-RULE, TERRY GREGG SITE, MAPLETON (INACTIVE)	12/12/97
S-021763-SK-A-P	PERMIT-BY-RULE, MCCAIN FOODS SITES, PRESQUE ISLE, FT. FAIRFIELD, EASTON	7/28/94
S-021791-SK-A-P	PERMIT-BY-RULE, WARREN GRASS SITES, MARS HILL	10/15/97
S-021860-SK-A-P	PERMIT-BY-RULE, SUNSET HOLDINGS SITES, CARIBOU, FT. FAIRFIELD & PRESQUE ISLE	7/28/94
S-021884-SK-A-P	PERMIT-BY-RULE, NIVEK CORP. SITE, FT. FAIRFIELD (INACTIVE)	10/6/98
S-021934-ST-A-N	WOODASH STORAGE FACILITY	2/3/99
S-022113-WL-A-N	BENEFICIAL USE, ONGOING: BOTTOM ASH	9/6/02